

Supplement No. 2

pursuant to Section 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*)

dated 4 June 2019

to the base prospectus of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

(as "Issuer")

Goldman Sachs Finance Corp International Ltd
Jersey

(as "Issuer")

unconditionally guaranteed by

The Goldman Sachs Group, Inc.
United States of America

(the "Guarantor")

*This supplement is related to the following base prospectuses:
Base Prospectus for Securities (issued in the form of Certificates, Notes or Warrants) of
Goldman, Sachs & Co. Wertpapier GmbH and Goldman Sachs Finance Corp International
Ltd dated 21 March 2019.*

Subject of this supplement (the "**Supplement**") is the publication of (i) the annual report of Goldman Sachs Finance Corp International Ltd for the fiscal year ended 31 December 2018 (the "**Annual Report**") on 30 April 2019, (ii) the Proxy Statement relating to the Annual Meeting of Shareholders on 2 May 2019 (the "**Proxy Statement 2019**") on 22 March 2019 and (iii) the Quarterly Report of the Guarantor on Form 10-Q dated 3 May 2019 for the fiscal quarter ended 31 March 2019 (the "**Form 10-Q First Quarter 2019**") on 6 May 2019. The Proxy Statement 2019 has been filed by the Guarantor on 22 March 2019 and the Form 10-Q First Quarter 2019 on 6 May 2019 with the US Securities and Exchange Commission (the "**SEC**"). The Proxy Statement 2019 and the Form 10-Q First Quarter 2019 have also been filed with the *Commission de Surveillance du Secteur Financier* ("**CSSF**") in Luxembourg in connection with the Euro Medium-Term Notes, Series F of The Goldman Sachs Group, Inc. dated 16 April 2019 (as supplemented) and are available from the website of the Luxembourg stock exchange at www.bourse.lu. The Annual Report, the Proxy Statement 2019 and the Form 10-Q First Quarter 2019 are available free of charge at Goldman Sachs International, Zweigniederlassung Frankfurt, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

The information contained in the Prospectus (in the form as lastly supplemented) shall be supplemented as follows:

In the Prospectus all references to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 12 March 2019 (as supplemented by the supplement dated 6 May 2019)" shall be read as reference to the "Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 12 March 2019 (as supplemented by the supplements dated 6 May 2019 and 4 June 2019)" and all references to the "Registration Document of Goldman Sachs Finance Corp International Ltd dated 19 February 2019" shall be read as reference to the "Registration Document of Goldman Sachs Finance Corp International Ltd dated 19 February 2019 (as supplemented by the supplement dated 4 June 2019)".

1. In the Prospectus in subsection "I. Summary" under "Element B.12" in subsection "I. Information relating to Goldman Sachs Corp International Ltd as Issuer" on page 15 the whole text shall be replaced as follows:

"The following table shows selected key historical financial information in relation to GSFCI:

	As at and for the year ended	
<i>(in USD thousands)</i>	31 December 2018	31 December 2017
Profit for the financial period	19,429	35,570

	As at	
<i>(in USD thousands)</i>	31 December 2018	31 December 2017
Current assets	10,131,841	2,923,466
Net assets	414,186	13,090
Total shareholders' funds	414,186	13,090

There has been no material adverse change in the prospects of GSFCI since 31 December 2018.

Not applicable. There has been no significant change in the financial or trading position of GSFCI since 31 December 2018."

2. In the Prospectus in the section "**I. Summary**" under "**Element B.19 (B.12)**" in subsection "**2. Information relating to The Goldman Sachs Group, Inc. as Guarantor**" on pages 17 et seq. the whole text shall be replaced as follows:

"The following table shows selected key historical financial information in relation to the Guarantor which is derived from the unaudited condensed consolidated interim financial statements as of 31 March 2019 for the three months ended 31 March 2019 and 31 March 2018 and from the audited consolidated financial statements as of 31 December 2018 for each of the two years in the period ended 31 December 2018 and 31 December 2017:

Earnings information				
	As of and for the three months		As of and for the Year	
	1 January - 31 March 2019	1 January - 31 March 2018	1 January - 31 December 2018	1 January - 31 December 2017
	<i>(in USD millions)</i>			
Total non-interest revenues	7,589	9,162	32,849	29,798
Net revenues, including net interest income	8,807	10,080	36,616	32,730
Pre-tax earnings	2,719	3,419	12,481	11,132

Balance sheet information			
	31 March 2019	31 December 2018	31 December 2017
	<i>(in USD millions)</i>		
Total assets	925,349	931,796	916,776
Total liabilities	835,076	841,611	834,533
Total shareholders' equity	90,273	90,185	82,243

There has been no material adverse change in the prospects (trend information) of the Guarantor since the date of the last published audited consolidated financial statements (31 December 2018) which would impair its capability to fulfill its obligations under the Guarantee.

Not applicable. There has been no significant change in the financial or trading position of the Goldman Sachs Group since the date of the last unaudited condensed consolidated interim financial statements (31 March 2019)."

3. In the Prospectus in the German translation of the summary (*Deutsche Übersetzung der Zusammenfassung*) in the section "**I. Summary**" under "**Element B.12**" in subsection "**I. Informationen bezüglich der Goldman Sachs Corp International Ltd als Emittentin**" on page 144 the whole text shall be replaced as follows:

"Die folgende Tabelle zeigt wesentliche historische Finanzinformationen in Bezug auf GSFICI:

	Zum und für das Jahr endend am	
<i>(in Tausend USD)</i>	31. Dezember 2018	31. Dezember 2017
Ergebnis für die Geschäftsperiode	19.429	35.570

	Für das Jahr endend am	
<i>(in Tausend USD)</i>	31. Dezember 2018	31. Dezember 2017
Umlaufvermögen	10.131.841	2.923.466
Nettovermögen	414.186	13.090
Gesamteigenkapital	414.186	13.090

Es gab seit dem 31. Dezember 2018 keine wesentlichen Änderungen in den Geschäftsaussichten für GSFCI.

Nicht anwendbar. Seit dem 31. Dezember 2018 sind keine wesentlichen Veränderungen in der Finanzlage oder Handelsposition der GSFCI eingetreten."

4. In the Prospectus in the German translation of the summary (Deutsche Übersetzung der Zusammenfassung) in the section "I. Summary" under "Element B.19 (B.12)" in subsection "2. Informationen bezüglich der The Goldman Sachs Group, Inc. als Garantin" on pages 146 et seq. the whole text shall be replaced as follows:

"Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Garantin, die dem ungeprüften, verkürzten und konsolidierten Konzernzwischenabschluss vom 31. März 2019 jeweils für die am 31. März 2019 bzw. 31. März 2018 geendeten drei Monate sowie dem geprüften konsolidierten Konzernabschluss vom 31. Dezember 2018 jeweils für das am 31. Dezember 2018 bzw. 31. Dezember 2017 geendete Geschäftsjahr entnommen sind:

Informationen zur Ertragslage				
	Für die drei Monate		Für das Geschäftsjahr	
	1. Januar - 31. März 2019	1. Januar - 31. März 2018	1. Januar - 31. Dezember 2018	1. Januar - 31. Dezember 2017
	<i>(in Mio. USD)</i>			
Gesamtumsatz (ohne Zinserträge)	7.589	9.162	32.849	29.798
Umsatz einschließlich Zinserträgen	8.807	10.080	36.616	32.730
Ergebnis vor Steuern	2.719	3.419	12.481	11.132
Bilanzinformationen				
	31. März 2019	31. Dezember 2018	31. Dezember 2017	

	<i>(in Mio. USD)</i>		
Summe der Aktiva	925.349	931.796	916.776
Summe der Verbindlichkeiten	835.076	841.611	834.533
Summe Eigenkapital	90.273	90.185	82.243

Seit dem Stichtag des letzten veröffentlichten geprüften konsolidierten Konzernabschlusses (31. Dezember 2018) sind keine wesentlichen Veränderungen in den Geschäftsaussichten (Trendinformationen) der Garantin eingetreten, welche die Fähigkeit der Garantin zur Erfüllung ihrer Verbindlichkeiten aus der Garantie gefährden können.

Nicht anwendbar. Seit dem Stichtag des letzten ungeprüften, verkürzten und konsolidierten Konzernzwischenabschlusses (31. März 2019) sind keine wesentlichen Veränderungen in der Finanzlage oder Handelsposition der Goldman Sachs Gruppe eingetreten."

5. In the Prospectus in section "**VII. Important information about GSW**" on page 781 the text shall be replaced as follows:

"With respect to the required information about Goldman, Sachs & Co. Wertpapier GmbH as potential Issuer of the Securities, reference is made pursuant to Section 11 para. 1 sentence 1 no. 1 German Securities Prospectus Act to the Registration Document of Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. dated 12 March 2019 (as supplemented by the supplements dated 6 May 2019 and 4 June 2019) (the "**Registration Document of GSW/GSG**") which has been filed with the Competent Authority (detailed information about the pages in the Registration Document of GSW/GSG, to which reference is made with respect to the required information about the Issuer, can be found in section "XIV. Information incorporated by reference")."

6. In the Prospectus in section "**VII. Important information about GSF CI**" on page 782 the text shall be replaced as follows:

"With respect to the required information about Goldman Sachs Finance Corp International Ltd potential Issuer of the Securities, reference is made pursuant to Section 11 para. 1 sentence 1 no. 1 German Securities Prospectus Act to the Registration Document of Goldman Sachs Finance Corp International Ltd dated 19 February 2019 (as supplemented by the supplement dated 4 June 2019) (the "**Registration Document of GSF CI**") which has been filed with the Competent Authority (detailed information about the pages in the Registration Document of GSF CI, to which reference is made with respect to the required information about the Issuer, can be found in section "XIV. Information incorporated by reference")."

7. In the Prospectus in section "**IX. Important information about the Guarantor**" on page 783 the following points shall be added at the end of the list contained in the first paragraph:

- the current Proxy Statement relating to the Annual Meeting of Shareholders on 2 May 2019 (the "**Proxy Statement 2019**"), filed with the SEC on 22 March 2019; and
- the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2019 (the "**Form 10-Q First Quarter 2019**"), filed with the SEC on 6 May 2019."

8. In the Prospectus in section "IX. Important information about the Guarantor" on pages 783 et seq. the table contained in the second paragraph shall be replaced as follows:

"

Information required by the Prospectus Regulation	Documents / Location
Selected financial information for the fiscal years ended 31 December 2018 and 31 December 2017 (Annex IV, Section 3 of the Prospectus Regulation)	Form 10-K 2018 (p. 191)
Risk factors relating to the Guarantor (Annex IV, Section 4 of the Prospectus Regulation)	Form 10-K 2018 (pp. 22-43) ⁵
Information about the Guarantor	
History and development of the Guarantor (Annex IV, Section 5.1 of the Prospectus Regulation)	Form 10-K 2018 (p. 1)
Investments (Annex IV, Section 5.2. of the Prospectus Regulation)	
A description of the principal investments made since the date of the last published financial statements (Annex IV, Section 5.2.1 of the Prospectus Regulation)	Form 10-K 2018 (pp. 74-75, 140-141)
Information concerning principal future investments, on which management bodies have already made firm commitments (Annex IV, Section 5.2.2 of the Prospectus Regulation)	Form 10-K 2018 (pp. 74-76, 158-162)
Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.2.2. (Annex IV, Section 5.2.3 of the Prospectus Regulation)	Form 10-K 2018 (pp. 63-68, 81-85)
Business Overview	
Principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	Form 10-K 2018 (pp. 1-5, 108)
Principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	Form 10-K 2018 (pp. 1-7, 44, 47-48, 176-178)
Organisational structure (Annex IV, Section 7 of the Prospectus Regulation)	Form 10-K 2018 (p. 32-33, Exhibit 21.1)
Trend information (Annex IV, Section 8.2 of the Prospectus Regulation)	Form 10-Q First Quarter 2019 (pp. 87-141)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Form 10-K 2018 (p. 20) Proxy Statement 2019 (pp. 1, 6-8, 12-33, 81-84)
Audit committee (Annex IV, Section 11.1 of the Pro-	Proxy Statement 2019 (pp. 21-22, 75-77)

⁵ As far as in the section "Risk Factors" on pp. 22 – 43 of the Annual Report on Form 10-K for the fiscal year ended 31 December 2018 reference is made to other sections of the Annual Report on Form 10-K for the fiscal year ended 31 December 2018 information in such other sections is not incorporated by reference and is not required for an assessment of risks in relation to the Guarantor and/or the Securities.

spectus Regulation)	
Major shareholders (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement 2019 (p. 87)
Financial information	
Audited historical financial information for the fiscal years ended 31 December 2018 and 31 December 2017 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	Form 10-K 2018 (pp. 104-189)
Auditor's report (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2018 (p. 103)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2018 (p. 105)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2018 (pp. 104)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2018 (p. 107)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	Form 10-K 2018 (pp. 48-50, 108-189)
Unaudited interim and other financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	Form 10-Q First Quarter 2019 (pp. 1-86)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	Form 10-K 2018 (pp. 44, 179-185) Form 10-Q First Quarter 2019 (pp. 75-84)
Additional information	
Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	Form 10-K 2018 (pp. 105-106, 162-164) Form 10-Q First Quarter 2019 (pp. 3, 62-63)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	Form 10-K 2018 (p. 86)*

*) The rating scale for long-term debt ranges from Aaa (Fitch) / AAA (Moody's) / AAA (S&P) / AAA (DBRS) (highest quality, lowest risk) to D (Fitch and S&P) / C (Moody's) (payment difficulties, delay) / D (DBRS) (bankruptcy, insolvency). As far as information in relation to ratings of Rating and Investment Information, Inc. is included on those pages, such information is not incorporated by reference.

9. In the Prospectus in section "**XIV. Information incorporated by reference**" on page 881 the following points shall be added at the end of the list contained in the sixth paragraph:

- "• the current Proxy Statement 2019, filed with the SEC on 22 March 2019; and
- the Form 10-Q First Quarter 2019, filed with the SEC on 6 May 2019."

10. In the Prospectus in section "**XIV. Information incorporated by reference**" on pages 881 et seq. the eighth paragraph shall be replaced by the following paragraph:

"The SEC Documents have been filed with the SEC by the Guarantor and are available from the SEC website at www.sec.gov (under "Filing" – "Company Filings"). In connection with the approval of the Base Prospectus relating to the Euro-Medium Term Notes, Series F of The Goldman Sachs Group, Inc. dated 16 April 2019 (as supplemented) the SEC Documents have also been filed with the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg and are available from the website of the Luxembourg stock exchange at www.bourse.lu. In addition, the SEC Documents are available free of charge from Goldman Sachs International, Zweigniederlassung Frankfurt, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main."

The Supplement, the Prospectus, the Annual Report, the Proxy Statement 2019 and the Form 10-Q First Quarter 2019 are available free of charge at the offices of Goldman Sachs International, Zweigniederlassung Frankfurt, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main and furthermore are available on the website of Goldman Sachs International at www.gs.de/service/wertpapierprospekte.

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities offered under the Prospectus before this Supplement has been published shall have the right, exercisable within a time period of two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

Addressee of a withdrawal is Goldman Sachs International, Zweigniederlassung Frankfurt, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.